

OCT - 2 1998

Federal Communications Commission
Office of Secretary

Before The
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)	
)	
GTE CORPORATION,)	
)	
Transferor,)	File No.
)	
and)	
)	
BELL ATLANTIC CORPORATION,)	
)	
Transferee.)	
)	
For Consent to Transfer of Control)	

APPLICATION FOR TRANSFER OF CONTROL

VOLUME III

CERTIFIED ARTICLES OF INCORPORATION
For Certain GTE Licensees

Articles of Incorporation
for
GTE Mobilnet of Birmingham Incorporated

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, *Secretary of State of the State of Washington and custodian of its seal,*

hereby certify this certificate that the attached is a true and correct copy of

CERTIFICATE OF AMENDMENT

of

CONTEL CELLULAR OF BIRMINGHAM, INC.

Changing name to
GTE MOBILNET OF BIRMINGHAM INCORPORATED

as filed in this office on December 21, 1995.



Date: September 25, 1998

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*


S. 

Ralph Munro, Secretary of State



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby
issue this

CERTIFICATE OF AMENDMENT

to

CONTEL CELLULAR OF BIRMINGHAM, INC.

a Washington Profit corporation. Articles of Amendment were
filed for record in this office on the date indicated below.

Changing name to GTE MOBILNET OF BIRMINGHAM INCORPORATED

U.B.I. Number: 601 436 788

Date: December 21, 1995

*Given under my hand and the seal of the State
of Washington, at Olympia, the State Capital*

RALPH MUNRO

Ralph Munro, Secretary of State

2-380646-6
601 436 788

State of Washington
Corporations Division
Office of the Secretary of State

FILED
STATE OF WASHINGTON

DEC 21 1995

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF AMENDMENT

Pursuant to RCW 23B.10.060 of the Washington Business Corporation Act, the undersigned corporation hereby submits the following amendment(s) to the corporation's Articles of Incorporation.

1. The name of the corporation is: Contel Cellular of Birmingham, Inc.
(Note: Corporate name listed above must be identical to the records of the Office of the Secretary of State.)

2. The text of each amendment(s) as adopted is (are) as follows:
(Attach separate sheet, if necessary)

Article 1 is changed as follows:

The name of the corporation is GTE Mobilnet of Birmingham Incorporated

3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the text of the amendment itself, are as follows:

4. The date of adoption of each amendment(s) was:

December 7, 1995

5. The amendment(s) was (were) adopted by:

Check one of the following statements:

- () The incorporators. Shareholder action was not required.
() The board of directors. Shareholder action was not required.
(xx) Duly approved shareholder action in accordance with the provisions of RCW 23B.10.030 and RCW 23B.10.040.

(Note: Please refer to copy of statutes listed on instruction sheet.)

These Articles will be effective upon filing, unless an extended date

and/or time appears here: January 1, 19 96.

(Note: Extended effective date may not be set at more than 90 days beyond the date the document is stamped "Filed" by the Secretary of State)

Dated: December 18, 19 95.

Laura E. Binion

(Signature of person authorized to sign)

Laura E. Binion, Assistant Secretary

(Type or Print Name and Title)

608: 12/21/1995 - 32630

1: 12/22/1995 - 52056
2: 00 on 12/22/1995
ack - 12/22/1995 - 42812

CONSENT TO USE OF NAME

To The State of Washington

Ladies and Gentlemen:

We the Vice President and Assistant Secretary of GTE Mobilnet Incorporated a corporation incorporated under the laws of the State of Delaware hereby grants Consent to Use of the Name GTE Mobilnet Of Birmingham Incorporated to Contel Cellular Of Birmingham, Inc. a corporation incorporated under the laws of the State of Washington for the purpose of Amending its Articles Of Incorporation in the State of Washington.

Dated: December 18, 1995

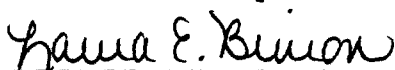
GTE Mobilnet Incorporated

By


Richard W. Stimsom

Vice President

Attest:



Laura E. Binion

Assistant Secretary

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby certify this certificate that the attached is a true and correct copy of

CERTIFICATE OF INCORPORATION

of

**MCCAW COMMUNICATIONS OF
BIRMINGHAM II, INC.**

as filed in this office on December 10, 1986.



Date: September 25, 1998

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*


Ralph Munro, Secretary of State



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

MCCAW COMMUNICATIONS OF BIRMINGHAM II, INC.

a Washington Profit corporation. Articles of Incorporation were
filed for record in this office on the date indicated below.

Corporation Number: 2-380646-6

Date: December 10, 1986

Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

1858
411-427

Ralph Munro, Secretary of State

00113 DEC 1986

FILED

ARTICLES OF INCORPORATION
OF

DEC 10 1986

SECRETARY OF STATE
STATE OF WASHINGTON

McCAW COMMUNICATIONS OF BIRMINGHAM II, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Washington Business Corporation Act, hereby certifies and adopts in duplicate the following Articles of Incorporation:

ARTICLE I.

NAME

The name of this corporation is: McCaw Communications of Birmingham II, Inc.

ARTICLE II.

DURATION

The corporation's existence is perpetual.

ARTICLE III.

PURPOSES AND POWERS

3.1 This corporation is organized for the purpose of generally engaging in and carrying on any lawful business or trade or entering into any transaction which may, in the judgment of the Board of Directors, at any time be necessary, useful or

advantageous to this corporation, and which is permitted by the Washington Business Corporation Act, as amended, under the provisions of which the corporation is incorporated.

3.2 In furtherance of and not in limitation of the general powers conferred by the laws of the State of Washington it is expressly provided that this corporation shall also have the following powers:

(a) To engage in the business of constructing, operating and providing cellular communications services.

(b) To purchase or otherwise acquire, hold, own, sell or otherwise dispose of improved or unimproved real property and tangible or intangible personal property, including, without limitation, goods, wares and merchandise of every description and the securities and obligations of any issuer, whether or not incorporated.

(c) To apply for and obtain any and all licenses, permits or other authorizations which are or may be required in order for this corporation to perform any or all of its aforesaid purposes.

(d) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation (or rights or options to purchase or sell stock of this corporation), provided that the money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation

shall not be entitled to vote, either directly or indirectly, any shares of its own stock which it may hold.

(e) To acquire by purchase rights, options or otherwise to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.

(f) To borrow money and give security therefor.

(g) To enter into, make, perform and carry out contracts of every kind for any lawful purposes, with any individual, entity, firm, association, or corporation, or with any governmental, municipal or public authority, domestic or foreign.

(h) To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.

(i) To do any and all of the things in this article set forth to the same extent a natural person might or could do them in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

(j) To lend money to its employees, including officers and directors, provided that loans to officers and

directors shall first be approved by a two-thirds vote of the shareholders.

(k) To indemnify directors, trustees, officers, employees or agents of the corporation in any manner and with respect to any matter now or hereafter permitted by statute.

(l) To make any and all distributions of assets, cash or property out of surplus, capital surplus or earned surplus without any vote of shareholders and in any manner now or hereafter permitted by statute.

(m) To engage in any other lawful business or activity or trade or enter into any transaction now or hereafter from time to time authorized by the Board of Directors.

ARTICLE IV.

SHARES

The total authorized number of par value shares of the corporation is Fifty Thousand (50,000) with a par value of One Dollar (\$1.00) per share, amounting in the aggregate to Fifty Thousand Dollars (\$50,000). The shares are to consist of one class only, to be known as common stock.

ARTICLE V.

GENERAL PROVISIONS

5.1 Amendment by Corporation. The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statutes. All rights of

shareholders, directors or officers of the corporation are granted subject to this reservation.

5.2 Amendment of Articles. The Articles of Incorporation may be amended by a two-thirds vote of all shareholders entitled to vote.

5.3 Bylaws. The power to adopt, alter, amend or repeal the bylaws of the corporation or adopt new bylaws for the corporation shall be vested in the Board of Directors, subject, however, to the power of the shareholders to alter, amend or repeal such bylaws.

5.4 Multiple Interests of Directors, Officers or Shareholders. The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no such director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him

through any such contract or transaction provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

5.5 Ratification by Shareholders. The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the shareholders or at any meeting of the shareholders called for the purpose of considering any such contract or act, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of shareholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the shareholders as though it had been approved or ratified by every shareholder of the corporation, whether or not the contract or act would otherwise be open to

legal attack because of directors' interest, or for any other reason.

5.6 No Preemptive Rights. Shareholders of this corporation shall not have preemptive rights to acquire additional shares offered for sale by the corporation.

5.7 No Cumulative Voting. At each election of directors, every shareholder entitled to vote at such election shall only have the right to vote in person or by proxy the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote. No cumulative voting for directors shall be permitted.

5.8 Consent in Lieu of Meeting. Any action required by law to be taken at a meeting of the shareholders or directors of the corporation or an executive committee thereof, or any action which may be taken at a meeting of such shareholders or directors or committee, may be taken without a meeting if a consent in lieu of meeting in writing, setting forth the action so taken, shall be signed by all the shareholders entitled to vote with respect to the subject matter thereof, or by all the directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote of shareholders.

5.9 Telephone Meetings. The shareholders or directors of the corporation may participate in any meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each

other at the same time, and participation by such means shall constitute presence in person at a meeting.

5.10 Action by Vote. All acts by the shareholders of the corporation shall be by a vote of the holders of at least a majority of the shares outstanding and entitled to vote thereon, unless otherwise provided herein.

5.11 Compensation of Directors. Compensation of directors, whether for services as directors, officers, employees or otherwise, shall be established from time to time by resolution of the Board of Directors.

5.12 Sale of Assets. The corporation may merge, sell its assets or dissolve only upon the affirmative vote of the holders of at least two-thirds of the shares outstanding and entitled to vote thereon.

5.13 Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall constitute a quorum at a shareholders' meeting. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice.

5.14 Removal of Directors. At a meeting of the shareholders called expressly for the purpose, one or more members of the Board of Directors (including the entire Board) may be removed, with or without cause, by a vote of the holders of at least a majority of the shares then entitled to vote on election of directors.

5.15 Purchase of Shares. The corporation shall have the right, upon the affirmative vote of a majority of the Board of Directors, to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor.

5.16 Distributions to Shareholders. Upon the affirmative vote of a majority of the Board of Directors, the corporation may distribute to its shareholders out of capital surplus of the corporation a portion of its assets, in cash or property, pursuant to RCW 23A.08.430 without a vote of the shareholders.

5.17 Redemption. Any shares of the corporation which are redeemed or purchased by the corporation may be reissued by the corporation.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

6.1 The address of the initial registered office of the corporation in the State of Washington shall be:

5808 Lake Washington Boulevard N.E.
Kirkland, Washington 98033-7397

6.2 The registered agent of the corporation at such address shall be:

Nancy M. Kurtz

ARTICLE VII.

BOARD OF DIRECTORS

7.1 The number of the directors constituting the initial Board of Directors shall be four. They shall serve until the first annual meeting of shareholders or until their successors be elected and qualified. Their names and addresses are:

<u>Name</u>	<u>Address</u>
Craig O. McCaw	5808 Lake Washington Boulevard N.E. Kirkland, Washington 97033-3797
John E. McCaw, Jr.	5808 Lake Washington Boulevard N.E. Kirkland, Washington 97033-3797
Keith W. McCaw	5808 Lake Washington Boulevard N.E. Kirkland, Washington 97033-3797
Bruce R. McCaw	5808 Lake Washington Boulevard N.E. Kirkland, Washington 97033-3797

7.2 The number of directors of the corporation shall be fixed as provided in the bylaws, and may be changed from time to time by amending the bylaws, but the number of directors shall not be less than the minimum number required by law nor more than nine. In order to be elected a director at a meeting of the shareholders, a person must receive the affirmative vote of the holders of at least a majority of the shares outstanding and entitled to vote thereon.

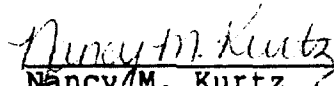
ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Nancy M. Kurtz	5808 Lake Washington Boulevard N.E. Kirkland, Washington 98033-7397

IN WITNESS WHEREOF, the incorporator has signed these
Articles in duplicate on this 5th day of December, 1986.



Nancy M. Kurtz

STATE OF WASHINGTON)
) ss:
County of King)

Nancy M. Kurtz, being first duly sworn, on oath says:

That she is the incorporator of the above-named corporation and is authorized to make this verification on its behalf; that she has read the foregoing Articles of Incorporation, knows the contents thereof, and believes the same to be true.

Nancy M. Kurtz
Nancy M. Kurtz

SUBSCRIBED and SWORN TO before me this 5th day of December, 1986.

Christine Marie Mayberry
NOTARY PUBLIC in and for the
State of Washington.
My appointment expires: 1/1/90

CONSENT TO SERVE AS REGISTERED AGENT

I, Nancy M. Kurtz, hereby consent to serve as Registered Agent, in the State of Washington for McCaw Communications of Birmingham II, Inc. I understand that as agent for the corporation it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation or of any change in the registered office address of the corporation for which I am agent.

Date: December 5, 1982

Nancy M. Kurtz
Nancy M. Kurtz

Address:

5808 Lake Washington Blvd. N.E.
Kirkland, Washington 98033-7397

CONSENT TO USE OF CORPORATE NAME

We, the undersigned, hereby certify:

That, in our opinion, the name McCaw Communications of
Birmingham II, Inc. is not deceptively similar to the name
of our corporation;

That the corporations listed on Exhibit A hereby
consents to the use of McCaw Communications of
Birmingham II, Inc. as a
corporate name in the State of Washington.

IN WITNESS WHEREOF, we have set our hands this 8th day
of December, 1986.

All of the corporations listed
on the attached Exhibit A

By Andrew Quarter
Its Vice President

By Ellen H. Canaday
Its Assistant Secretary

EXHIBIT A

McCAW WASHINGTON CORPORATIONS

McCaw Communications Companies, Inc.
McCaw Flight Operations, Inc.
McCaw Cablevision Mid-Valley, Inc.
McCaw Communications of North Bend, Inc.
McCaw Communications of North Bend/Cle Elum, Inc.
McCaw Communications, Inc.
McCaw Development Corporation
McCaw South Central Communications, Inc.
McCaw Property Investments, Inc.
McCaw Communications of Seattle, Inc.
McCaw Midwest Funding, Inc.
McCaw Paging, Inc.
McCaw Paging One, Inc.
McCaw RCC Communications, Inc.
McCaw 900 MHz Communications, Inc.
McCaw Cellular Communications, Inc.
McCaw Cellular Equipment, Inc.
McCaw Cellular, Inc.
McCaw Cellular One, Inc.
McCaw Communications of the Northeast, Inc.
McCaw Communications of the Northwest, Inc.
McCaw Communications of the Pacific Northwest, Inc.
McCaw Communications of the Southwest, Inc.
McCaw Communications of Spokane, Inc.
McCaw Information Services, Inc.
McCaw Space Technologies, Inc.
McCaw Cellular Services, Inc.
McCaw Cablevision of the Northwest, Inc.
McCaw Communications of Walla Walla County, Inc.
McCaw Cablevision of Yakima, Inc.
McCaw Communications of Southwest Washington, Inc.
McCaw Communications of Kankakee/Hilton Head, Inc.
McCaw Communications of Pennsylvania, Inc.
McCaw Cellular Holdings, Inc.
McCaw Pacific Northwest, Inc.
McCaw Communications of Washington, Inc.
McCaw Olympic Communications, Inc.
McCaw Cellular Management, Inc.
McCaw Retail of Utah, Inc.
McCaw Communications of Kirkland, Inc.
McCaw Cable Properties, Inc.

McCaw Communications of Birmingham, Inc.
McCaw Communications of Chattanooga, Inc.
McCaw Communications of Jacksonville, Inc.
McCaw Communications of Knoxville, Inc.
McCaw Communications of Memphis, Inc.
McCaw Communications of Nashville, Inc.

EXHIBIT A

McCAW WASHINGTON CORPORATIONS

McCaw Communications of Orlando, Inc.
McCaw Communications of Tampa, Inc.
McCaw Communications of Tri Cities, Inc.
McCaw Communications of West Palm Beach, Inc.
McCaw Communications of Cincinnati, Inc.
McCaw Communications of Worcester, Inc.
McCaw Communications of Louisville, Inc.
McCaw Communications of the Southeast, Inc.
McCaw Shopping Ventures, Inc.
McCaw Communications of Tampa II, Inc.
McCaw Communications of Louisville II, Inc.
McCaw Communications of Memphis II, Inc.
McCaw Communications of Birmingham II, Inc.

Articles of Incorporation
for
GTE Mobilnet of Central California Incorporated